

APPENDIX 2

NORTHERN ARIZONA COUNCIL OF GOVERNMENTS TRANSPORTATION POLICY ADVISORY COMMITTEE

BYLAWS

ARTICLE I - COMMITTEE ORGANIZATION

SECTION A - Name

The name of this organization is the Northern Arizona Council of Governments Transportation Policy Advisory Committee, hereafter called the "TPAC".

SECTION B - Area of Operation

The TPAC will operate and serve the same boundaries of the four counties served by the Northern Arizona Council of Governments: Apache, Navajo, Coconino and Yavapai Counties.

SECTION C - Relationship to NACOG Regional Council / Authority

The NACOG Regional Council established the TPAC to oversee the Transportation Planning Program and process, and the TPAC will serve in an advisory capacity to the NACOG Regional Council. The NACOG Regional Council will appoint and remove all members of the TPAC.

SECTION D - Purpose

The purpose of the TPAC is to provide guidance to the NACOG Regional Council on policy issues related to the Transportation Planning Program. The TPAC may review and provide guidance to the NACOG Regional Council on any and all matters and issues concerning transportation.

ARTICLE II - COMMITTEE MEMBERSHIP

SECTION A - Membership

The TPAC will be composed of 12 members representing the groups outlined below:

1. **TWO MEMBERS PER COUNTY (8 TOTAL)**
One member shall represent the county government and one member shall represent a municipal government within the county.
2. **TWO TRIBAL MEMBERS (2 TOTAL)**
Two members shall represent the tribal governments within the region.
3. **TWO NON-VOTING ADVISORY MEMBERS (2 TOTAL)**
Two non-voting members shall represent the following interests:

- Arizona State Transportation Board Member – District 5
- Arizona State Transportation Board Member – District 6

SECTION B - Appointment and Terms

The NACOG Regional Council will appoint members to the TPAC for two-year terms. Members may be re-appointed by the NACOG Regional Council to serve additional terms.

SECTION C - Voting

At each meeting of the TPAC, a member is entitled to one vote in person. If unable to attend, a member may send an alternate to the meeting. The alternate may vote if a proxy from the appointed member is provided at the meeting. All matters will be determined by a majority of the members present at any duly called meeting.

SECTION D - Resignation / Removal

A TPAC member may resign or may be removed (per Articles III or IV) by the NACOG Regional Council, with recommendation from the TPAC. Vacancies will be filled by the NACOG Regional Council (per Article II).

ARTICLE III - MEETINGS

SECTION A - Schedule

1. **ANNUAL MEETING**
The annual meeting of the TPAC will be held in June each year to elect officers and to transact other Committee business.
2. **REGULAR MEETINGS**
Regular meetings of the TPAC will be held on the first Wednesday of each month, as needed, at a location within the Region.
3. **SPECIAL MEETINGS**
Special meetings may be called at any time by the Chair, or by a majority of the officers, with two weeks notice to TPAC members. Special meetings will be held at a location within the Region.
4. **NOTICE OF MEETINGS**
The schedule for upcoming meetings will be reviewed at preceding TPAC meetings. Meeting agendas and attached materials will be mailed to members two weeks prior to the scheduled meeting.

SECTION B - Attendance and Quorums

All members are expected to attend all TPAC meetings. Members must notify the Chair or Staff in advance, to be excused from any meeting. An attendance roster will be maintained showing members present, absent and excused from each meeting. Three successive absences or three unexcused absences in any 12-month period may be cause for removal from the TPAC. Those voting members present will constitute a quorum for conducting business at TPAC meetings. An affirmative vote of a majority of those voting is required for the adoption or passage of a formal motion.

SECTION C - Regulations

1. **OPEN MEETING LAW**
All TPAC meetings are governed by the Open Meeting Law of the State of Arizona (ARS 38-431.09).
2. **OPERATING PROCEDURES**
Roberts Rules of Order will be the authority for all procedures not specifically outlined in these bylaws. Written minutes will be kept of all TPAC meetings.

ARTICLE IV - OFFICERS

SECTION A - Composition

The officers of the TPAC will be a Chair and a Vice-Chair. No member will hold more than one office at a time.

SECTION B - Election and Term of Office

Nominations for officers will take place at the last regular meeting before the annual meeting. The Chair and Vice-Chair will be elected by the TPAC at the annual meeting. The term of office will be two years. If a vacancy occurs in any office, the TPAC will elect a person to fill the unexpired term at its next regular meeting.

SECTION C - TPAC Officers and Duties

1. **CHAIR**
The Chair will preside at all TPAC meetings and call special meetings, as necessary. The Chair will assist Staff in composing meeting agendas. The Chair will appoint members to any subcommittees, task forces and ad-hoc committees, as needed, and will supervise the work of the TPAC and its sub-groups. The Chair or Vice-Chair will represent the TPAC at NACOG Regional Council meetings.
2. **VICE-CHAIR**
The Vice-Chair will perform the duties of the Chair, in his or her absence.

SECTION D - Removal of Officers

A majority vote of all TPAC members may remove an officer for excessive absences (per Article III, Section B), for a felony conviction, for moving out of the Region, for failure to declare a conflict of interest, for failure to perform the duties of the office, or for failure to act in the best interests of the TPAC and the Region.

ARTICLE V - SUBCOMMITTEES, TASK FORCES AND AD-HOC COMMITTEES

SECTION A - Purpose

Subcommittees, Task Forces and Ad-Hoc Committees, and others deemed appropriate by the TPAC, may be created to accomplish specific tasks. Each Subcommittee, Task Force or Ad-Hoc Committee will be composed of TPAC members, and others as needed, to accomplish identified tasks.

SECTION B - Authority and Reports

Sub-Committees, Task Forces and Ad-Hoc Committees will meet individually to accomplish tasks identified by the TPAC. Each group will select a chair that is accountable to the TPAC for accomplishing assigned tasks. The chair will present a verbal progress report at each regular TPAC meeting.

ARTICLE VI - STAFF SUPPORT

SECTION A – Transportation/Environmental Planning Director

The NACOG Transportation/Environmental Planning Director will serve as principal staff to the TPAC and carry out the requirements of the ADOT planning grant.

SECTION B - Other NACOG Staff Support

Other NACOG staff may, from time to time, perform certain duties in support of the TPAC.

SECTION C - Offices and Hours

The Region's office locations are:

1. FLAGSTAFF - 119 East Aspen Avenue.
Office hours are 8:00 a.m. to 5:00 p.m., except between June 1 and Sept. 1, when hours are 7:00 a.m. to 4:00 p.m.
2. PRESCOTT - 161 South Granite Street - Suite A.
Office hours are 7:00 a.m. to 5:00 p.m.

ARTICLE VII - RIGHTS AND LIABILITIES OF MEMBERS

SECTION A - Liability of Membership and Representatives for Debts

Individual voting members and their representatives are neither liable nor responsible for any debts or liabilities of the Region. In addition, NACOG will provide Directors and Officers insurance and liability protection for TPAC members.

ARTICLE VIII - AMENDMENTS

Proposed changes in these bylaws must be submitted to the TPAC Chair and to the NACOG Transportation/Environmental Planning Director not less than 30 days prior to the regular meeting at which time the proposed changes will be discussed. Proposed

changes will be sent to TPAC members with the agenda, two weeks prior to the meeting. An affirmative vote of at least two thirds of the total voting membership is required for adoption of a proposed change. Voting may be conducted by mail. Bylaws changes shall be submitted to the NACOG Regional Council for ratification.

**These Bylaws were approved by the NACOG Regional Council
at their meeting of April 27, 2000.**